

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

FORUM ENERGY TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

61-1488595
(I.R.S. Employer
Identification Number)

920 Memorial City Way, Suite 1000
Houston, Texas 77024
(Address, including zip code, of registrant's principal executive offices)

Forum Energy Technologies, Inc. Amended and Restated Employee Stock Purchase Plan
(Full title of the plan)

Copy to:

James L. McCulloch
Executive Vice President, General Counsel and Secretary
Forum Energy Technologies, Inc.
920 Memorial City Way, Suite 1000
Houston, Texas 77024
(281) 949-2500
(Name, address and telephone number, including area code, of agent for service)

James B. Marshall
Baker Botts L.L.P.
910 Louisiana
Houston, Texas 77002-4995
(713) 229-1234

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (3)
Common Stock, \$0.01 par value per share	900,000	\$17.56	\$15,804,000	\$1,831.68

- Pursuant to Rule 416 of the Securities Act of 1933 (the "Securities Act"), this Registration Statement shall also cover such indeterminate number of additional shares as may become issuable under the Forum Energy Technologies, Inc. Amended and Restated Employee Stock Purchase Plan (the "Plan") as a result of the antidilution provisions thereof.
- Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee and based on the average of the high and low sales price of the shares of Common Stock reported on the New York Stock Exchange on June 13, 2017.
- Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities under the plan. A Registration Statement on Form S-8 has been filed previously on May 29, 2013 (File No. 333-188915) for other securities under the plan.

EXPLANATORY STATEMENT

This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of the Registration Statement on Form S-8 previously filed on May 29, 2013 (File No. 333-188915) are incorporated herein by reference and made a part hereof.

This Registration Statement on Form S-8 is filed by Forum Energy Technologies, Inc. to register an additional 900,000 shares of common stock, \$0.01 par value per share, to be offered under the Forum Energy Technologies, Inc. Amended and Restated Employee Stock Purchase Plan.

PART II

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Document</u>
4.1*	Third Amended and Restated Certificate of Incorporation of Forum Energy Technologies, Inc. (incorporated by reference to Exhibit 3.2 to Amendment No. 5 to the Company's Registration Statement on Form S-1 filed on March 29, 2012).
4.2*	Second Amended and Restated Bylaws of Forum Energy Technologies, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on April 17, 2012).
4.3*	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Amendment No. Amendment No. 3 to the Company's Registration Statement on Form S-1 filed on December 29, 2011).
4.4*	Forum Energy Technologies, Inc. Amended and Restated Employee Stock Purchase Plan. (incorporated by reference to Appendix A to the Company's Proxy Statement on Schedule 14A filed on April 3, 2017).
5.1	Opinion of Baker Botts L.L.P.
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page hereof).

* Incorporated by reference to the filing indicated.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 16th day of June, 2017.

FORUM ENERGY TECHNOLOGIES, INC.

By: /s/ Prady Iyyanki

Prady Iyyanki

President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below appoints C. Christopher Gaut, Prady Iyyanki and James L. McCulloch, and each of them, any of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities indicated on this 16th day of June, 2017.

<u>Name</u>	<u>Title</u>
<u>/s/ Prady Iyyanki</u> Prady Iyyanki	President and Chief Executive Officer <i>(Principal Executive Officer)</i>
<u>/s/ James W. Harris</u> James W. Harris	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>
<u>/s/ Tylar K. Schmitt</u> Tylar K. Schmitt	Vice President and Chief Accounting Officer <i>(Principal Accounting Officer)</i>
<u>/s/ C. Christopher Gaut</u> C. Christopher Gaut	Executive Chairman of the Board
<u>/s/ Evelyn M. Angelle</u> Evelyn M. Angelle	Director
<u>/s/ David C. Baldwin</u> David C. Baldwin	Director
<u>/s/ John A. Carrig</u> John A. Carrig	Director
<u>/s/ Michael McShane</u> Michael McShane	Director
<u>/s/ Franklin Myers</u> Franklin Myers	Director
<u>/s/ Terence M. O'Toole</u> Terence M. O'Toole	Director
<u>/s/ Louis Raspino, Jr.</u> Louis Raspino, Jr.	Director
<u>/s/ John Schmitz</u> John Schmitz	Director
<u>/s/ Andrew L. Waite</u> Andrew L. Waite	Director

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* Incorporated by reference to the filing indicated.

BAKER BOTTS LLP

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 RIYADH
 SAN FRANCISCO
 WASHINGTON

June 16, 2017

Forum Energy Technologies, Inc.
 920 Memorial City Way, Suite 1000
 Houston, Texas 77024

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-8 (the "Registration Statement") to be filed on the date hereof by Forum Energy Technologies, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to 900,000 shares (the "Shares") of common stock, par value \$0.01 per share, of the Company (the "Common Stock") issuable pursuant to the Forum Energy Technologies, Inc. Employee Stock Purchase Plan (as amended and restated effective as of July 1, 2017, the "Plan"), certain legal matters with respect to the Shares are being passed upon for you by us. At your request, this opinion is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above, we have examined originals, or copies certified or otherwise identified, of the Restated Certificate of Incorporation and Bylaws of the Company, each as amended to date, the Plan, corporate records of the Company, including minute books of the Company, as furnished to us by the Company, certificates of public officials and of representatives of the Company, statutes and other instruments and documents as a basis for the opinions hereinafter expressed. In giving such opinions, we have relied upon certificates of officers of the Company and of public officials with respect to the accuracy of the material factual matters contained in such certificates. In giving the opinions below, we have assumed that the signatures on all documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true and correct copies of the originals thereof and that all information submitted to us was accurate and complete. In addition, we have assumed for purposes of this opinion that the consideration received by the Company for the Shares will be not less than the par value of the Shares.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued and delivered against payment of the purchase price therefor in accordance with the terms and provisions of the Plan, such Shares will be validly issued, fully paid and non-assessable.

The opinion set forth above is limited in all respects to matters of the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Baker Botts L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 27, 2017 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Forum Energy Technologies, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2016.

/s/ PricewaterhouseCoopers LLP

Houston, Texas

June 16, 2017